

RECORDATION NO. 27724 FILED

NOV 13 '08 -11 15 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

November 13, 2008

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Re: Rider 58

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of November 11, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, Texas 75207

Lessee: Cargill, Inc.
15615 McGinty Road West
Wayzata, Minnesota 55391

Anne K. Quinlan, Esq.
November 13, 2008
Page 2

A description of the railroad equipment covered by the enclosed document is:

131 quadruple covered hopper cars within the following series as more particularly set forth in the equipment schedule attached to the document:

TILX 638608 - TILX 639260
TILX 640082 - TILX 640184
TILX 640248 - TILX 640499
TILX 641392

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

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MEMORANDUM OF LEASE AGREEMENT

SHIP TRANSPORTATION BOARD

Memorandum of Lease Agreement made and entered into on November 11, 2008 by Trinity Industries Leasing Company, a Delaware corporation (the "Lessor").

WITNESSETH:

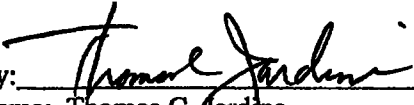
Lessor and Cargill, Inc., a Delaware corporation (the "Lessee") are parties to that certain Railroad Car Lease Agreement (the "Lease Agreement"), dated May 17, 1979, whereby Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from Lessor certain railroad cars as listed on each rider incorporated therein.

Lessor and Lessee have executed Rider Fifty-eight (58) to Railroad Car Lease Agreement, effective March 20, 2007 whereby Lessor has agreed to lease to Lessee and the Lessee has agreed to lease from Lessor certain railroad cars bearing road numbers as listed on Exhibit A hereto.

[Memorandum of Lease Agreement]

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

**TRINITY INDUSTRIES LEASING
COMPANY**

By: 
Name: Thomas C. Jardine
Title: Vice President

Executed on this 11th day of November, 2008

[Memorandum of Lease Agreement]

STATE OF TEXAS)

COUNTY OF DALLAS)

On this, the 11th day of November, 2008, before a Notary Public in and for said County and State personally appeared Thomas C. Jardine, who being by me duly sworn, says that he is a Vice President of TRINITY INDUSTRIES LEASING COMPANY, that said instrument was signed on November 11, 2008 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above metnioned.

MY COMMISSION EXPIRES: 6/9/2012

Notary Public

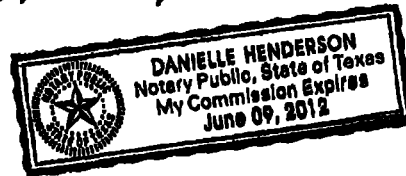


EXHIBIT A

Equipment: 6,351 cubic foot Quadruple Covered Hopper Cars

Quantity: One Hundred Thirty-one (131)

Road Numbers:

	Mark		Mark		Mark		Mark
1	TILX 638608	34	TILX 640102	67	TILX 640383	100	TILX 640444
2	TILX 638636	35	TILX 640109	68	TILX 640387	101	TILX 640445
3	TILX 638642	36	TILX 640125	69	TILX 640388	102	TILX 640446
4	TILX 638775	37	TILX 640153	70	TILX 640394	103	TILX 640447
5	TILX 638776	38	TILX 640159	71	TILX 640395	104	TILX 640448
6	TILX 638777	39	TILX 640165	72	TILX 640397	105	TILX 640449
7	TILX 638778	40	TILX 640172	73	TILX 640403	106	TILX 640450
8	TILX 638779	41	TILX 640177	74	TILX 640404	107	TILX 640451
9	TILX 638781	42	TILX 640181	75	TILX 640405	108	TILX 640453
10	TILX 638782	43	TILX 640184	76	TILX 640407	109	TILX 640454
11	TILX 638785	44	TILX 640248	77	TILX 640408	110	TILX 640457
12	TILX 638813	45	TILX 640252	78	TILX 640409	111	TILX 640458
13	TILX 638827	46	TILX 640254	79	TILX 640410	112	TILX 640459
14	TILX 638828	47	TILX 640255	80	TILX 640411	113	TILX 640462
15	TILX 638830	48	TILX 640256	81	TILX 640412	114	TILX 640464
16	TILX 638831	49	TILX 640261	82	TILX 640413	115	TILX 640465
17	TILX 638860	50	TILX 640265	83	TILX 640415	116	TILX 640466
18	TILX 638861	51	TILX 640266	84	TILX 640416	117	TILX 640474
19	TILX 638907	52	TILX 640267	85	TILX 640417	118	TILX 640475
20	TILX 638924	53	TILX 640269	86	TILX 640420	119	TILX 640476
21	TILX 638929	54	TILX 640272	87	TILX 640421	120	TILX 640477
22	TILX 638984	55	TILX 640282	88	TILX 640423	121	TILX 640485
23	TILX 638997	56	TILX 640288	89	TILX 640425	122	TILX 640486
24	TILX 639004	57	TILX 640320	90	TILX 640427	123	TILX 640487
25	TILX 639013	58	TILX 640328	91	TILX 640429	124	TILX 640490
26	TILX 639014	59	TILX 640337	92	TILX 640430	125	TILX 640491
27	TILX 639016	60	TILX 640345	93	TILX 640433	126	TILX 640492
28	TILX 639017	61	TILX 640365	94	TILX 640434	127	TILX 640493
29	TILX 639175	62	TILX 640372	95	TILX 640435	128	TILX 640497
30	TILX 639208	63	TILX 640374	96	TILX 640438	129	TILX 640498
31	TILX 639260	64	TILX 640376	97	TILX 640439	130	TILX 640499
32	TILX 640082	65	TILX 640378	98	TILX 640440	131	TILX 641392
33	TILX 640093	66	TILX 640380	99	TILX 640443		

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 11/13/08



Robert W. Alvord